

RECORDATION NO. 22845-DD FILED

JUN 1 2011 10:15 AM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018-4214

VIA UPS 2nd DAY AIR

June 1, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated December 8, 2010, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under primary Recordation Number 22845.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N. River Road, Suite 5000
Rosemont, IL 60018

Lessee: BNSF Railway Company
2650 Lou Menk Drive
1st Floor
Ft. Worth, TX 76131-2830

A description of the railroad equipment covered by the enclosed document is for eighty seven (87) intermodal cars having NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: **Memorandum of Lease**

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(BNSF190/A-B)

ASSGN. NO. BNSF190-190A-190B

JUN 06 '11 -10 15 AM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 8th day of December, 2010, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and BNSF Railway Company ("Lessee"), a Delaware corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Master Full Service Lease Agreement (the "Lease"), dated as of July 1, 1995, as amended April 1, 2002, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No.131 the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of September 3, 2010 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: John J. ThomasTitle: PresidentBy: Susan GrokulskaName: SUSAN GROKULSKYTitle: ASSISTANT DIRECTOR OF DOCUMENTATIONExecuted on this 9th day of December, 2010.

[CORPORATE SEAL]

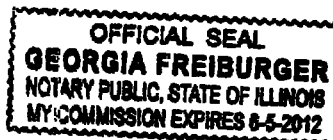
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal this 9th day of December, 2010.

[Signature]
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

BNSF RAILWAY COMPANY

By: KAREN M. BURCHFIELD

Name: [Signature]

Title: AVP Intermodal/Auto Equipment

ATTEST:

By: [Signature]

Name: JEFFREY T. WILLIAMS

Title: ASSISTANT SECRETARY Executed on this 8th day of December, 2010.

[CORPORATE SEAL]



STATE OF TEXAS

COUNTY OF TARRANT

I, Loralee M. Surin, a Notary Public of the County and State aforesaid, certify that KAREN M. BURCHFIELD personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 8th day of December, 2010.

[Signature]
Notary Public

Commission Expires:

Nov. 13 2011
(Notary Public)

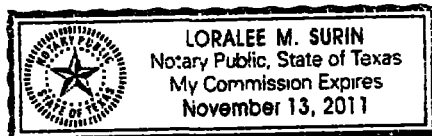


EXHIBIT A to MEMORANDUM OF LEASE

NUMBER OF CARS: Eighty-seven (87)
(Group A: 28 Cars. Group B: 37 Cars. Group C: 22 Cars)

DESCRIPTION OF CARS: Group A: 5-unit 40' all purpose intermodal Cars
Group B: 5-unit 48' all purpose intermodal Cars
Group C: 3-unit 48' all purpose intermodal Cars

CAR NUMBERS: Groups A, B and C listed as follows:

| <u>GROUP</u> | <u>A</u> | <u>GROUP</u> | <u>B</u> | <u>GROUP</u> | <u>C</u> |
|--------------|----------|--------------|----------|--------------|----------|
| NOKL | 250000 | NOKL | 252101 | NOKL | 230500 |
| NOKL | 250001 | NOKL | 252103 | NOKL | 230503 |
| NOKL | 250002 | NOKL | 252104 | NOKL | 230504 |
| NOKL | 250003 | NOKL | 252105 | NOKL | 230507 |
| NOKL | 250004 | NOKL | 252106 | NOKL | 230509 |
| NOKL | 250005 | NOKL | 252107 | NOKL | 230511 |
| NOKL | 250006 | NOKL | 252108 | NOKL | 230512 |
| NOKL | 250007 | NOKL | 252109 | NOKL | 230517 |
| NOKL | 250008 | NOKL | 252110 | NOKL | 230518 |
| NOKL | 250009 | NOKL | 252111 | NOKL | 230519 |
| NOKL | 250010 | NOKL | 252112 | NOKL | 230524 |
| NOKL | 250011 | NOKL | 252113 | NOKL | 230526 |
| NOKL | 250012 | NOKL | 252114 | NOKL | 230527 |
| NOKL | 250013 | NOKL | 252115 | NOKL | 230528 |
| NOKL | 250014 | NOKL | 252116 | NOKL | 230529 |
| NOKL | 250015 | NOKL | 252117 | NOKL | 230532 |
| NOKL | 250100 | NOKL | 252118 | NOKL | 230611 |
| NOKL | 250101 | NOKL | 252119 | NOKL | 230614 |
| NOKL | 250103 | NOKL | 252120 | NOKL | 230617 |
| NOKL | 250116 | NOKL | 252121 | NOKL | 230618 |
| NOKL | 250117 | NOKL | 252122 | NOKL | 230623 |
| NOKL | 250118 | NOKL | 252123 | NOKL | 230694 |
| NOKL | 250119 | NOKL | 252124 | Count: | 22 |
| NOKL | 250120 | NOKL | 252125 | | |
| NOKL | 250121 | NOKL | 252127 | | |
| NOKL | 250122 | NOKL | 252128 | | |
| NOKL | 250123 | NOKL | 252129 | | |
| NOKL | 250124 | NOKL | 252130 | | |
| Count: | 28 | NOKL | 252131 | | |
| | | NOKL | 252132 | | |
| | | NOKL | 252133 | | |
| | | NOKL | 252134 | | |
| | | NOKL | 252135 | | |
| | | NOKL | 252136 | | |
| | | NOKL | 252137 | | |
| | | NOKL | 252138 | | |
| | | NOKL | 252139 | | |
| | | Count: | 37 | | |